

**MEMO ENDORSED****GRAVATH, SWAINE & MOORE LLP**

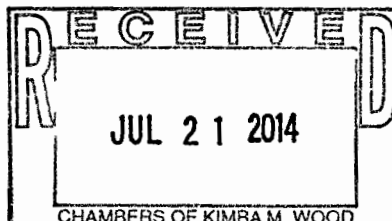
WORLDWIDE PLAZA  
825 EIGHTH AVENUE  
NEW YORK, NY 10019-7475

TELEPHONE: +1-212-474-1000  
FACSIMILE: +1-212-474-3700

CITYPOINT  
ONE ROPEMAKER STREET  
LONDON EC2Y 9HR  
TELEPHONE +44-20-7453-1000  
FACSIMILE +44-20-7860 1150

WRITER'S DIRECT DIAL NUMBER

(212) 474-1075



In re Barnes & Noble, Inc. Securities Litigation  
14-cv-0108 (KMW)

STUART W. GOLD  
JOHN W. WHITE  
EVAN R. CHESLER  
MICHAEL L. SCHLER  
RICHARD LEVIN  
KRIS F. HEINZELMAN  
B. ROBBINS KIESSLING  
ROGER D. TURNER  
PHILIP A. GELSTON  
RORY O. MILLSON  
FRANCIS P. BARRON  
RICHARD W. CLARY  
WILLIAM P. ROGERS, JR.  
JAMES D. COOPER  
STEPHEN L. GORDON  
DANIEL L. MOSLEY  
JAMES C. VARDELL, III  
ROBERT H. BARON  
KEVIN J. GREHAN  
C. ALLEN PARKER  
SUSAN WEBSTER  
DAVID MERCADO  
ROWAN D. WILSON  
CHRISTINE A. VARNEY  
PETER T. BARBUR

SANDRA C. GOLDSTEIN  
THOMAS G. RAFFERTY  
MICHAEL S. GOLDMAN  
RICHARD HALL  
JULIE A. NORTH  
ANDREW W. NEEDHAM  
STEPHEN L. BURNS  
KEITH R. HUMMEL  
DAVID J. KAPPOS  
DANIEL SLIFKIN  
ROBERT I. TOWNSEND, III  
WILLIAM J. WHELAN, III  
SCOTT A. BARSHAY  
PHILIP J. BOECKMAN  
ROGER G. BROOKS  
WILLIAM V. FOGG  
FAIZA J. SAEED  
RICHARD J. STARK  
THOMAS E. DUNN  
MARK I. GREENE  
DAVID R. MARRIOTT  
MICHAEL A. PASKIN  
ANDREW J. PITTS  
MICHAEL T. REYNOLDS  
ANTONY L. RYAN

<b>USDS SDNY</b> <b>DOCUMENT</b> <b>ELECTRONICALLY FILED</b> <b>DATE FILED: 07/21/14</b>	
GEORGE E. ZOBITZ GEORGE A. STEPHANAKIS DAVID P. WHELAN GARY A. BORNSTEIN TIMOTHY S. CAMERON BARBARA A. DEMASI LIZABETHANN R. EISEN DAVID S. FINKELSTEIN DAVID GREENWALD RACHEL G. SKAISTIS PAUL T. ZUNBERG JOEL T. HEROLD ERIC W. RILFERS GEORGE F. SCHOEN ERIK R. TAVZEL CRAIG F. ARCELLA TEENA-ANN V. SANKOORIKAL ANDREW R. THOMPSON DAMIEN R. ZOUBEK LAUREN ANGELLILI TATIANA LAPUSHCHIK ERIC L. SCHIELE ALYSSA K. CAPLES JENNIFER S. CONWAY MINH VAN NGO	KEVIN J. ORSINI MATTHEW MORREALE JOHN D. BURETTA J. WESLEY EARNHART YONAH BEN BENJAMIN GRUENSTEIN JOSEPH D. ZAVAGLIA STEPHEN M. KESSING LAUREN A. MOSKOWITZ DAVID J. PERKINS JOSEPH C. LUDWIG J. LEONARD TETI, III D. SCOTT BENNETT TING S. CHEN CHRISTOPHER K. FARGO KENNETH C. HALCOM DAVID M. STUART SPECIAL COUNSEL SAMUEL C. BUTLER GEORGE J. GILLESPIE, III OF COUNSEL PAUL C. SAUNDERS

July 18, 2014

Dear Judge Wood:

We represent defendants Barnes & Noble, Inc., Leonard Riggio, William J. Lynch, Jr., Michael P. Huseby and Allen W. Lindstrom (collectively, "Defendants") in the above-referenced action (the "Action"). We write on behalf of all parties to the Action ("Parties") to request endorsement of a revised briefing schedule as well as an adjournment of the Rule 16 Conference currently scheduled for July 24, 2014 (the "Rule 16 Conference"). This is the Parties' second request for an adjournment of the Rule 16 Conference.

On July 16, 2014, the Court ordered the consolidation of *Taylor v. Barnes & Noble, Inc., et al.*, 14-cv-108 (KMW) (the "*Taylor Action*") and *Maitland-Lewis v. Barnes & Noble, Inc., et al.*, 14-cv-406 (KMW) (the "*Maitland-Lewis Action*") under the caption, *In re Barnes & Noble, Inc. Securities Litigation*, 14-cv-108 (KMW), appointed Jules Briskin as Lead Plaintiff and scheduled the Rule 16 Conference. (*In re Barnes & Noble* ECF No. 14 ("*In re Barnes & Noble Consolidation Order*"). The Parties had previously requested: (1) that the deadline for Defendants to respond to the Complaints in the *Taylor* and *Maitland-Lewis* Actions be extended until the appointment of a lead plaintiff and the filing of an amended and/or consolidated complaint, or the signaling of intent to stand on either of the existing Complaints; (2) an adjournment of a previous Rule 16 Conference scheduled for March 27, 2014, for each action; and (3) the approval of a briefing schedule contingent on the appointment of a lead plaintiff. The Court endorsed those requests by Order dated January 23, 2014, in the *Taylor Action* (*In re Barnes & Noble* ECF No. 4 ("*Taylor Endorsed Letter*")), Order dated March 4, 2014, in the *Taylor Action* (*In re Barnes & Noble* ECF No. 9 ("*Taylor Second Endorsed Letter*")),

and Order dated March 4, 2014, in the *Maitland-Lewis* Action (*Maitland-Lewis* ECF No. 6 ("*Maitland-Lewis* Endorsed Letter")).

Now that the two actions have been consolidated and Jules Briskin has been appointed Lead Plaintiff, the briefing schedule pursuant to those Orders is as follows:

- The Lead Plaintiff shall either file a consolidated and/or amended complaint, or deem either of the existing Complaints the operative complaint on or before September 2, 2014;
- The Defendants shall respond to the operative complaint on or before October 17, 2014;
- The Lead Plaintiff shall file any opposition to any motion to dismiss on or before December 1, 2014; and
- The Defendants shall file any replies in support of a motion to dismiss on or before December 22, 2014.

The parties request that the briefing schedule set forth above be modified accordingly:

- The Lead Plaintiff shall either file a consolidated and/or amended complaint, or deem either of the existing Complaints the operative complaint on or before September 8, 2014;
- The Defendants shall respond to the operative complaint on or before October 24, 2014;
- The Lead Plaintiff shall file any opposition to any motion to dismiss on or before December 8, 2014; and
- The Defendants shall file any replies in support of a motion to dismiss on or before January 5, 2015.

Granted  
KMW

This is the Parties' second request for extension of time, and the first request since the Actions were consolidated and the Lead Plaintiff was appointed.

While it remains uncertain at this time which complaint will be operative in this Action, Defendants intend to move to dismiss any such complaint. The Parties therefore respectfully request that the Conference currently scheduled for July 24, 2014, should be adjourned pending a decision on such a forthcoming motion to dismiss. Such an adjournment is appropriate under these circumstances in light of the Private Securities Litigation Reform Act, which mandates that "all discovery and other proceedings shall be stayed during the pendency of any motion to dismiss, unless the court finds upon the motion of any party that particularized discovery is necessary to preserve evidence or to prevent undue prejudice to that party". 15 U.S.C. § 77z-1(b)(1). The Court's standing

Granted  
KMW

order concerning the Pilot Project Regarding Case Management Techniques for Complex Civil Cases in the Southern District of New York (the "Pilot Project") independently provides that "[i]f a motion to dismiss is pending, the Court may consider postponing the initial pretrial conference until the motion is decided". (*In re Barnes & Noble* ECF No. 2 (*"In re Barnes & Noble Pilot Project Order"*)).

Respectfully,

  
Sandra C. Goldstein

Hon. Kimba M. Wood  
United States District Court  
Southern District of New York  
500 Pearl Street  
New York, NY 10007-1312

SO ORDERED: 07/21/2014

  
KIMBA M. WOOD  
U. S. D. J.

BY ECF AND HAND

Copies to:

Jeremy A. Lieberman  
Lesley F. Portnoy  
Pomerantz LLP  
600 Third Avenue, 20th Floor  
New York, NY 10016

Patrick V. Dahlstrom  
Pomerantz LLP  
10 South LaSalle Street, Suite 3505  
Chicago, IL 60603

BY ECF